The foregoing declaration has been prepared using facts of which I have personal knowledge or upon information provided to me. I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge, and belief. Executed on August 22, 2011.

Thomas Cullen
Executive Vice President

DECLARATION OF DENNIS MATHESON

I, Dennis Matheson, being over 18 years of age, swear and affirm as follows:

1. I make this declaration in support of the application for the transfer of the Federal Communications Commission ("FCC") authorizations held by TerreStar License Inc., Debtor-in-Possession to DISH Network Corporation's ("DISH") wholly owned subsidiary, Gamma Acquisition L.L.C. ("Gamma").

2. I am the Chief Technology Officer for TerreStar Networks, Inc., Debtor-in-Possession ("TerreStar"). In this capacity, I am responsible for planning and driving the technical direction and delivery for development of the satellite and network systems and handset technologies for TerreStar.

3. I make this declaration based upon personal knowledge, information provided to me, and belief. I will provide a brief description of TerreStar's Mobile-Satellite Service ("MSS") system in furtherance of deploying a hybrid mobile broadband system using its MSS and Ancillary Terrestrial Component ("MSS/ATC") authority and its hybrid satellite/terrestrial capabilities.

TERRESTAR'S TECHNOLOGY AND SERVICES

4. Today, TerreStar offers a next-generation mobile broadband network through a combination of the TerreStar-1 geostationary satellite, an all-Internet Protocol ("IP") core network, and the GENUS™ handset, North America's first integrated satellite/cellular smartphone. TerreStar currently provides consumers with ubiquitous satellite coverage throughout all 50 states, Puerto Rico, and the U.S. Virgin Islands, enabling applications tailored to homeland security, public safety, disaster preparedness, and rural and underserved community needs across North America.

5. The TerreStar-1 satellite has an 18 meter reflector, has a wing-span of approximately 106 feet, is roughly 5 stories tall, and weighs 15,220 pounds. TerreStar's spot-beam technology, coupled with Ground Based Beam Forming, allows TerreStar to allocate power and spectrum to situation-specific incidents, ensuring capacity when and where it is needed. In combination, this has allowed TerreStar to develop a consumer-sized device capable of two-way mobile communication directly with the satellite.

6. In September 2010, TerreStar began providing commercial service as a wholesale provider of satellite roaming to AT&T Mobility ("AT&T"). AT&T markets the GENUS™ smartphone, enabling enterprise, government, and small business customers to add satellite access as a roaming option to AT&T's terrestrial mobile service. As a result, TerreStar's 2 GHz MSS service is now available to AT&T customers in unserved and underserved locations and as back-up capacity for public safety agencies, first responders, and others during times of crisis when terrestrial wireless networks may be unavailable.

7. The GENUS™ smartphone was developed by TerreStar and is a quad-band device capable of MSS in the 2 GHz band, in addition to multi-band communication on terrestrial GSM networks, using the licensed 800, 900, 1800, and 1900 MHz mobile bands. At present, a GENUS™ device can be authenticated for standalone MSS use or for communication on any authorized GSM network. While the GENUS™ today does not utilize the 2 GHz MSS band for terrestrial service, instead relying on existing terrestrial networks, future iterations can have the capability to use the S-band for terrestrial transmissions. The GENUS™ incorporates GEO-Mobile Radio Third Generation (GMR-1 3G) release 3 specifications, an adaptation of the EDGE air interface for satellite-delivered VoIP and packet data applications over IP, such as email, Internet access, Web browsing, and FTP.

8. The satellite and smartphone technology developed by TerreStar and other MSS/ATC licensees is designed to integrate MSS into the broad 3G to 4G mobile wireless market to complement networks based on 3GPP and IP Multimedia Subsystem ("IMS") standards by providing the ubiquitous coverage that cannot be achieved solely through terrestrial networks.

9. All networks – wireline, wireless, and satellite – have been converging upon integrated, packet data architectures, and one of several defining characteristics of 4G wireless networks is an all-IP architecture. As a result, and owing to the evolution of satellite technology in recent years, TerreStar has deployed an all-IP core network managed by an IMS software architecture to provide, aggregate, and customize applications across various access methods and media devices. All call processing by TerreStar's network is done in the packet-switched domain via a core IMS network that primarily uses Session Initiation Protocol. TerreStar's network also features Radio Resource Management capabilities that will coordinate spectrum use, load factors, and transmission power between the satellite and terrestrial facilities. Devices are able to interconnect with TerreStar's network anchored to satellite gateway facilities and network operations centers in the United States and Canada.

10. Notwithstanding these achievements, in recent years TerreStar has also faced significant challenges. These include accessing sufficient funds for its business plans and the inability to achieve a critical mass of subscribers sufficient to create the economies of scale necessary to reduce costs and increase penetration. I believe the proposed acquisition by DISH will address these challenges.

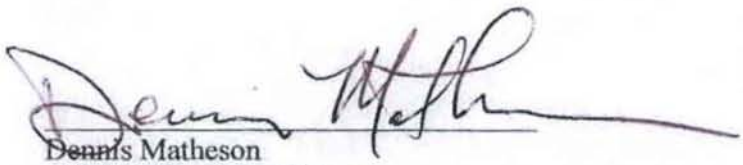
SUPPORT FOR WAIVER OF SPARE SATELLITE REQUIREMENT

11. The highest risk of satellite failure occurs during the first year after launch, which covers the risk areas of launch, deployment, and early life failures. The TerreStar-1 satellite has passed that risk period, meets its specifications, remains in good health, and is expected to provide uninterrupted service for the rest of its full design life of 15 years. As a result, the need to launch a replacement satellite before the satellite's end of life is already only a remote possibility. Moreover, given the significant capacity available as a result of potential interoperabilities between TerreStar's T-1 and DBSD's G-1 satellites, it is likely that any capacity shifting or redeployment that might be needed for business concerns could be accommodated with limited additional support.

PREVIOUS WAIVER REQUEST

12. The engineering assessments submitted in support of TerreStar's previous waiver requests relating to ATC service, and which are reiterated in the request to transfer the authorizations held by TerreStar to DISH, remain accurate and fully support the corresponding technical waivers sought in the current transfer request.

The foregoing declaration has been prepared using facts of which I have personal knowledge or upon information provided to me. I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge and belief. Executed on August 19, 2011.



Dennis Matheson
Chief Technology Officer

DECLARATION OF STEPHEN THOMPSON

I, Stephen Thompson, being over 18 years of age, swear and affirm as follows:

1. I make this declaration in support of the application for the transfer of the Federal Communications Commission authorizations held by TerreStar License Inc., Debtor-in-Possession ("TerreStar") to DISH Network Corporation's ("DISH") wholly owned subsidiary, Gamma Acquisition L.L.C. ("Gamma").

2. I am a Staff Engineer for DISH. In that capacity, I oversee the technical analysis of DISH spectrum assets and wireless deployment opportunities. I have over 25 years of experience in radio frequency ("RF") and systems engineering.

3. I make this declaration based upon personal knowledge, information provided to me, and belief.

4. I make this declaration in support of DISH's request for waivers of certain of the Commission's technical rules for Ancillary Terrestrial Component ("ATC") operations to harmonize those rules with the waivers already provided to New DBSD Satellite Services G.P., Debtor-in-Possession ("DBSD").

HARMONIZATION OF TERRESTAR AND DBSD REGULATORY TREATMENT

5. DISH and TerreStar are requesting the following waivers in their application, to harmonize the service environment between TerreStar and DBSD:

Section	Rule	Waiver Request
25.252(a)(1)	[ATC base stations shall not] Exceed EIRP of -100.6 dBW/4 kHz for out-of-channel emissions at the edge of the MSS licensee's selected assignment.	[ATC base stations shall not] Exceed an out-of-channel emissions limit at the edge of the MSS licensee's selected assignment specified by an attenuation of the transmitter power (P), in watts, by a factor of at least 43 + 10 log (P) dB.

25.252(c)(2)	Emissions on frequencies lower than 1995 MHz and higher than 2025 MHz shall be attenuated by at least 70 + 10 log P. Emissions in the bands 1995-2000 MHz and 2020-2025 MHz shall be attenuated by at least a value as determined by linear interpolation from 70 + 10 log P at 1995 MHz or 2025 MHz, to 43 + 10 log P dB at the nearest MSS band edge at 2000 MHz or 2020 MHz respectively.	Emissions on frequencies higher than 2020 MHz shall be attenuated by at least 43 + 10 log (P) dB. Emissions in the band 1995-2000 MHz shall be attenuated by at least a value as determined by linear interpolation from 70 + 10 log (P) dB at 1995 MHz, to 43 + 10 log (P) dB to the MSS band edge at 2000 MHz.
25.252(c)(4)	Compliance with these provisions is based on the use of measurement instrumentation employing a resolution bandwidth of 1 megahertz or greater.	Compliance with these rules is based on the use of measurement instrumentation employing a resolution bandwidth of 1 MHz or greater. However, in the 1 MHz bands immediately outside and adjacent to the frequency block a resolution bandwidth of at least one percent of the emission bandwidth of the fundamental emission of the transmitter may be employed. A narrower resolution bandwidth is permitted in all cases to improve measurement accuracy provided the measured power is integrated over the full required measurement bandwidth (i.e., 1 MHz or 1 percent of emission bandwidth, as specified). The emission bandwidth is defined as the width of the signal between two points, one below the carrier center frequency and one above the carrier center frequency, outside of which all emissions are attenuated at least 26 dB below the transmitter power.
25.252(a)(2)	[ATC base stations shall not] Exceed a peak EIRP of 27 dBW in 1.23 MHz.	[ATC base stations shall not] Exceed an EIRP of 32 dBW/MHz.
25.252(a)(3)	[ATC base stations shall not] Exceed an EIRP toward the physical horizon (not to include man-made structures) of 25.5 dBW in 1.23 MHz.	Waive rule. DISH's unification of the band eliminates concern over inter-party operational interference.

25.252(a)(5)	[ATC base stations shall not] Exceed an aggregate power flux density of -51.8 dBW/m2 in a 1.23 MHz bandwidth at all airport runways and aircraft stand areas, including takeoff and landing paths and all ATC base station antennas shall have an overhead gain suppression according to [Rule 25.252(a)(8)].	Waive rule. DISH's unification of the band eliminates concern over inter-party operational interference.
25.252(a)(8)	[ATC base stations shall not] Use ATC base station antennas that have a gain greater than 17 dBi and must have an overhead gain suppression according to [Table 1.]	Waive rule. DISH's unification of the band eliminates concern over inter-party operational interference.
25.252(b)(2)	[ATC mobile terminals shall] Limit out-of-channel emissions at the edge of a MSS licensee's selected assignment to an EIRP density of -67 dBW/4 kHz.	[ATC mobile terminals shall] Limit out-of-channel emissions at the edge of a MSS licensee's selected assignment to a limit specified by an attenuation of the transmitter power (P), in watts, by a factor of at least 43 + 10 log(P) dB.

6. These waivers are identical to those requested by DBSD on January 15, 2009, and DISH and TerreStar agree to abide by the same limitations, restrictions, and conditions applicable to DBSD pursuant to its waiver, including that certain of these waivers are potentially subject to the Commission's adoption of service rules in the adjacent AWS bands. As a result, the Commission's rationale for granting those identical waivers applies with equal force here.

7. The requested waivers of the base station EIRP spectral density, peak EIRP limit, EIRP toward the horizon, power flux density at runways, and overhead rules – laid out in Section 25.252(a)(1)-(3), (a)(5), and (a)(8) – create no interference concerns, largely because they were created to protect certain 2 GHz MSS operators from receiving interference from other operators. DISH now intends to unify the band by combining DBSD's and TerreStar's 2 GHz MSS holdings. This eliminates any inter-party operational interference concerns that may have

otherwise arisen. As a result, the requested waivers will relieve DISH and TerreStar of these restrictions without threat of interference concerns.

8. A waiver of Section 25.252(c)(2) also will not create significant risk of interference above the uplink band edge at 2020 MHz. The Commission has already granted DBSD this relief, and given that TerreStar's spectrum is some 10 MHz further from the uplink band edge at 2020 MHz, it will be, if anything, even easier to design the network to ensure that the requested limits can be met from this portion of the S-band.

9. Further, the requested waiver of the emission measurement requirement found in Section 25.252(c)(4) merely asks for an alternative measurement, which is currently used for PCS and AWS-1 terminals. As the Commission previously found, use of this alternative measurement will have no adverse consequences and constitutes the most appropriate way of measuring out-of-band emissions into adjacent spectrum. Nothing has occurred since the Commission granted DBSD's identical waiver that should alter that determination.

10. Although the Commission has adopted an OOBE limit for ATC base stations under Section 25.252(a)(1), the measurement technique to be used to measure compliance with the rule is not specifically enumerated. The Applicants therefore intend to demonstrate conformance with the base station limit using the same emission measurement technique that the Commission has previously approved to measure compliance with the equivalent requirement for handsets in the band.

11. Finally, the requested waiver of the limit on out-of-channel emissions under Section 25.252(b)(2) will also not raise interference concerns. As noted above, DISH plans to unify the band, thereby eliminating any concern over inter-party operational interference. Further, attenuating transmitter power at the edge of its terminal transmission band by at least

(43 + 10*log(P) dB), while limiting in-band power spectral density as required by Section 25.252(b)(1), effectively limits the power spectral density of the band-edge to essentially the same extent as the previous -67 dBW/4 kHz limit. The Commission has already granted the identical waiver to DBSD for similar reasons, and its rationale remains sound.

ADVANTAGES OF LTE ADVANCED

12. The ability to combine the spectral assignments of DBSD and TerreStar into 2x20 MHz blocks will allow DISH to deploy an advanced 4G network and maximize its spectrum efficiency. The spectrum efficiency of a 2x20 MHz allocation will enable DISH to offer much improved wireless broadband to consumers.

13. DISH plans to deploy its network based on the LTE Advanced standard from the outset for its next generation MSS/ATC operations. LTE Advanced is the focus of standardization work by vendors and carriers in 3GPP for broadband wireless communications globally, and commercial devices are expected to be generally available by 2014. As proposed, LTE Advanced significantly increases the capacity of wireless networks relative to current LTE systems, with downlink capacity that can meet the growing demand for wireless broadband by using the combination of advanced interference management techniques, heterogeneous networks that optimize system capacity, and the combining of radio carriers to generate higher degrees of spectral efficiency than current LTE systems.

14. One of the key advantages of LTE Advanced is its support for heterogeneous networks composed of cells of many different sizes and strengths. Such networks are more spectrally efficient than today's homogeneous networks. Heterogeneous networks increase geographic re-use of spectrum in high-traffic, dense user areas through additional use of "pico" and "femto" cells, while still permitting wide coverage in less dense, lower traffic areas using

more traditional "macro" cells. Networks incorporating pico and femto cells are expected to become much more efficient with the availability of LTE Advanced commercial devices, and their improved efficiencies will be a key part of increasing network capacity as network designers approach the theoretical limits of how much data can be packed into a single wireless signal. Future releases of LTE Advanced are expected to utilize advanced interference management technology to enable a device to communicate with multiple base stations at the same time. This would allow users to seamlessly transition through these topologically complex wireless networks and therefore facilitate optimal integration with MSS. In short, this innovative technology will allow DISH's initial deployment to use the most advanced, spectrally efficient technology and generate significant public interest benefits. Notably, to capture the efficiencies of an LTE Advanced network, network rollout and device availability must go hand in hand.

The foregoing declaration has been prepared using facts of which I have personal knowledge or upon information provided to me. I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge and belief. Executed on August 22, 2011.

Stephen Thompson
Staff Engineer

ATTACHMENT 1

RESPONSE TO FCC FORM 312, QUESTION 36

This attachment provides details as to any "FCC station authorization or license revoked or . . . any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission," as requested by FCC Form 312, Question 36, for DISH Network Corporation (with its affiliates DISH Operating L.L.C. (f/k/a EchoStar Satellite Operating L.L.C.) and Gamma Acquisition L.L.C., "DISH").

In a *Memorandum Opinion and Order* released May 16, 2002, the Satellite Division of the International Bureau cancelled two conditional construction permits held by affiliates of the applicant DISH for 22 channels at the 175° W.L. orbital location.[1]

By an *Order* released July 1, 2002, the International Bureau cancelled DISH's license for a Ka-band satellite system and dismissed a related modification application filed by DISH.[2] On November 8, 2002, the International Bureau reinstated DISH's license for a Ka-band system as well as the related modification application.[3]

In a *Memorandum Opinion and Order* released April 29, 2004, the International Bureau denied, in part, four applications filed by DISH to operate GSO FSS satellites using the Ka and/or Extended Ku-bands at the 83° W.L., 105° W.L., 113° W.L., and 121° W.L. orbital locations.[4] DISH's petition for reconsideration of this decision was denied.[5]

In a *Memorandum Opinion and Order* released August 3, 2004, the International Bureau declared null and void the space station authorization held by VisionStar, a DISH affiliate, for use of the Ka-band at the 113° W.L. orbital location.[6]

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[1] *See* EchoStar Satellite Corporation, Directsat Corporation, Direct Broadcasting Satellite Corporation, Consolidated Request for Additional Time to Commence Operation, *Memorandum Opinion and Order*, DA 02-1164 (rel. May 16, 2002).

[2] *See* EchoStar Satellite Corporation, Application for Authority to Construct, Launch, and Operate a Ka-band Satellite System in the Fixed-Satellite Service, *Memorandum Opinion and Order*, DA 02-1534 (rel. July 1, 2002).

[3] *See* EchoStar Satellite Corporation, Application for Authority to Construct, Launch, and Operate a Ka-band Satellite System in the Fixed-Satellite Service, *Memorandum Opinion and Order*, DA 02-3085 (rel. Nov. 8, 2002).

[4] *See* EchoStar Satellite LLC, Applications for Authority to Construct, Launch, and Operate Geostationary Satellites in the Fixed-Satellite Service Using the Ka and/or Extended Ku Bands at the 83° W.L., 105° W.L., 113° W.L., and 121° W.L. orbital locations, *Memorandum Opinion and Order*, DA 04-1167 (rel. Apr. 29, 2004).

[5] *See* EchoStar Satellite LLC, Petition for Reconsideration, Applications for Authority to Construct, Launch, and Operate Geostationary Satellites in the Fixed-Satellite Service Using the Ka and/or Extended Ku Bands at the 83° W.L., 105° W.L., 113° W.L., and 121° W.L. orbital locations, *Memorandum Opinion and Order*, DA 06-865 (rel. Apr. 14, 2006).

[6] *See* VisionStar, Inc., Application for Modification of Authority to Construct, Launch and Operate a Ka-Band Satellite System in the Fixed Satellite Service, *Memorandum Opinion and Order*, DA 04-2449 (rel. Aug. 3, 2004).

By letter dated May 19, 2005, the Satellite Division of the International Bureau denied DISH's applications for a Fleet Management Modification and for a Special Temporary Authority to move the EchoStar 4 satellite to 61.5° W.L., pending the Commission's consideration of another DISH request to move the satellite to 77° W.L., on the grounds that the purpose of the proposed fleet management modification was not consistent with the purposes of the Commission's rules and that there were no extraordinary circumstances for the grant of temporary authority.[7]

In a *Memorandum Opinion and Order* released June 3, 2005, the International Bureau denied DISH's application for a Special Temporary Authority to move the EchoStar 4 satellite to 77° W.L. on the grounds that DISH had failed to establish extraordinary circumstances for the grant of such authority.[8] However, the International Bureau later granted partial reconsideration of this order and then granted DISH's request to move the satellite to 77° W.L. where it would operate pursuant to Mexican authority.[9]

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[7] *See* Letter from Thomas S. Tycz, Chief, Satellite Division, International Bureau, FCC to Pantelis Michalopoulos, Counsel to EchoStar Satellite L.L.C., DA 05-1405 (May 19, 2005).

[8] *See* EchoStar Satellite L.L.C., Application for Special Temporary Authority to Conduct Telemetry, Tracking and Command Operations During the Relocation of EchoStar 4 to the 77° W.L. Orbital Location, *Memorandum Opinion and Order*, DA 05-1581 (rel. Jun. 3, 2005).

[9] *See* EchoStar Satellite L.L.C., Application for Special Temporary Authority to Conduct Telemetry, Tracking and Command Operations During the Relocation of EchoStar 4 to the 77° W.L. Orbital Location, *Order on Reconsideration*, DA 05-2067 (rel. Jul. 25, 2005); EchoStar Satellite L.L.C., Application for Special Temporary Authority to Conduct Telemetry, Tracking and Command Operations During the Relocation of EchoStar 4 to the 77° W.L. Orbital Location, *Order and Authorization*, DA 06-868 (rel. Apr. 18, 2006).

ATTACHMENT 2

RESPONSE TO FCC FORM 312, QUESTION 40, AND SCHEDULE A, QUESTION A20

This attachment provides details as to the ownership and corporate structure of Gamma Acquisition L.L.C. ("Gamma") and its parent, DISH Network Corporation ("DISH").

OWNERSHIP OF DISH AND GAMMA

Gamma is a direct wholly owned subsidiary of DISH. DISH is a publicly traded Nevada corporation. The stockholders owning of record and/or voting 10 percent or more of the voting stock of DISH include:

Ownership Interest	Citizenship	Approx. Equity Interest[1]	Approx. Voting Interest[1]
Charles W. Ergen[2] Chairman DISH Network Corporation 9601 South Meridian Blvd. Englewood, CO 80112	USA	53.3%	90.4%
The Goldman Sachs Group, Inc. [3] 200 West Street New York, NY 10282	USA	10.5%	0.85%

[1] As of July 15, 2011.

[2] Includes both Class A common stock and Class B common stock ownership. Class B common stock is owned through several trusts. Mr. Ergen is deemed to own beneficially all of the Class A Shares owned by his spouse, Cantey M. Ergen. Mr. Ergen's beneficial ownership includes: (i) 478,302 Class A Shares; (ii) 19,026 Class A Shares held in the Corporation's 401(k) Employee Savings Plan (the "401(k) Plan"); (iii) the right to acquire 1,415,000 Class A Shares within 60 days upon the exercise of employee stock options; (iv) 235 Class A Shares held by Mr. Ergen's spouse; (v) 1,466 Class A Shares held in the 401(k) Plan by Mrs. Ergen; (vi) 20,130 Class A Shares held as custodian for Mr. Ergen's children; (vii) 27,000 Class A Shares held by a charitable foundation for which Mr. Ergen is an officer and (viii) 234,190,057 Class A Shares issuable upon conversion of Mr. Ergen's Class B Shares. Mr. Ergen has sole voting and dispositive power with respect to 149,183,340 shares. Mr. Ergen's beneficial ownership of Class A Shares excludes 4,245,151 Class A Shares issuable upon conversion of Class B Shares held by certain trusts established by Mr. Ergen for the benefit of his family.

[3] According to the Form 13F filed by The Goldman Sachs Group, Inc. (along with its affiliates, "Goldman") with the SEC on August 15, 2011, Goldman held in aggregate 21,821,878 Class A Shares as of June 30, 2011 (the 13F reporting date).

CORPORATE OFFICERS AND DIRECTORS[4]

DISH Network Corporation

Executive Officers:

Joseph P. Clayton	President and Chief Executive Officer
Thomas A. Cullen	Executive Vice President, Corporate Development
Bernard L. Han	Executive Vice President and Chief Operating Officer
Robert E. Olson	Executive Vice President and Chief Financial Officer
R. Stanton Dodge	Executive Vice President, General Counsel and Secretary
W. Erik Carlson	Executive Vice President, DNS and Service Operations
James DeFranco	Executive Vice President and Special Advisor to CEO
Michael Kelly	President, Blockbuster L.L.C.
Roger Lynch	Executive Vice President, Advanced Technologies
Stephen Wood	Executive Vice President, Human Resources

Board of Directors:

Charles W. Ergen	Chairman
Joseph P. Clayton	
Carl E. Vogel	
James DeFranco	
David K. Moskowitz	
Cantey M. Ergen	
Steven R. Goodbarn	
Gary S. Howard	
Tom A. Ortolf	

Gamma Acquisition L.L.C.

Executive Officers:

Charles W. Ergen	Chairman
R. Stanton Dodge	Executive Vice President and General Counsel
James DeFranco	Executive Vice President

[4] The address for all officers and directors of DISH Network Corporation and DISH Operating L.L.C. is 9601 South Meridian Blvd., Englewood, CO 80112.

ATTACHMENT 3

SECTION 63.18 DISCLOSURES

In support of this Application, TerreStar License Inc., Debtor-in-Possession ("TSL DIP") and Gamma Acquisition L.L.C. ("Gamma") (together with TSL DIP, the "Applicants") submit the following information pursuant to Section 63.24(e) of the Commission's rules, including the information requested in Section 63.18:

A. Name, address and telephone number of each Applicant[1]

Information for Assignor: TerreStar License Inc., Debtor-in-Possession, 12010 Sunset Hills Road, Reston, VA 20190, (703) 483-7800.

Information for Assignee:[2] Gamma Acquisition L.L.C., 9601 South Meridian Boulevard, Englewood, CO 80112, (303) 723-1000.

B. Applicant's jurisdiction of organization[3]

Information for Assignor: TerreStar License Inc., Debtor-in-Possession is a corporation organized under the laws of Delaware.

Information for Assignee: Gamma is a corporation organized under the laws of Colorado.

C. Contact persons for correspondence (Answer to Question 10 to FCC Form 214)[4]

Information for Assignor:

Douglas Brandon
TerreStar License Inc., Debtor-in-Possession
12010 Sunset Hills Road
Reston, VA 20190
(703) 483-7800

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[1] *See* 47 C.F.R. § 63.18(a).

[2] The 214 authorizations are being assigned directly to Gamma, which is a wholly owned subsidiary of DISH Network Corporation. DISH Network Corporation is located at 9601 South Meridian Boulevard, Englewood, CO 80112, tel. (303) 723-1000, and is a corporation organized under the laws of Nevada.

[3] *See id.* § 63.18(b).

[4] *See id.* § 63.18(c).

With copy to:

Tom W. Davidson
Akin Gump Strauss Hauer and Feld LLP
1333 New Hampshire Avenue, NW
Washington, DC 20036
(202) 887-4000

Information for Assignee:

R. Stanton Dodge
DISH Network Corporation
9601 South Meridian Boulevard
Englewood, CO 80112
(303) 723-1000

With copy to:

Pantelis Michalopoulos
Steptoe & Johnson, LLP
1333 Connecticut Avenue, NW
Washington, DC 20036
(202) 429-6494

D. International Section 214 authorizations (Answer to Question 10 to FCC Form 214)[5]

Information for Assignor: TSL DIP currently holds two international Section 214 authorizations, which authorize it to provide (1) facilities-based and resale services and (2) international MSS via the TerreStar-1 satellite.[6]

Information for Assignee: Gamma has not previously received international Section 214 authority.

E. Section 63.18(e) is not applicable.

F. Section 63.18(f) is not applicable.

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[5] *See id.* § 63.18(d).

[6] On June 28, 2010, the Commission granted TerreStar License Inc.'s ("TSL") applications for two international Section 214 authorizations. *See* ITC-214-20100513-00194 and ITC-214-20100513-00195. On November 3, 2010, the Commission granted TSL's *pro forma* assignment of its international Section 214 authorizations from TSL to TSL DIP. *See* ITC-ASG-20101022-00423.

G. Section 63.18(g) is not applicable.

H. Address citizenship and principal businesses of any person or entity that directly or indirectly owns at least ten percent of the equity of the Applicant (Answer to Question 11 to FCC Form 214)[7]

Pursuant to the Asset Purchase Agreement approved by the Bankruptcy Court for the Southern District of New York, the Section 214 authorizations referenced above will be transferred to Gamma, a wholly owned subsidiary of DISH Network Corporation ("DISH").[8]

DISH is controlled by Mr. Charles W. Ergen, Chairman of its Board of Directors. Directly or indirectly through trusts, Mr. Ergen holds shares representing 53.3% of the equity interest (assuming conversion of all shares of outstanding Class B Common Stock into Class A Common Stock) and 90.4% of the voting interest in the company.[9] The address for DISH and Mr. Ergen is 100 Inverness Terrace East, Englewood, Colorado 80112. DISH's primary business is providing satellite television service to residential and business customers.

Additionally, Goldman Sachs Asset Management L.P. holds shares representing 10.5%

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[7] *See id.* § 63.18(h).

[8] In order to account for the possibility that TSN DIP and TSL DIP will exit their bankruptcy proceeding before consummation of the section 214 authorization transfer from TSL DIP to Gamma, TSL DIP soon will request Commission authority in a separate application for the *pro forma* involuntary assignment of TSL DIP's licenses and authorizations to TerreStar License Inc. after its emergence from bankruptcy ("New TSL") and to the involuntary transfer of control of New TSL to a trust under the supervision of the bankruptcy court. The involuntary *pro forma* transfer of control of New TSL to the trust is a technical interim step prior to the ultimate transfer of the authorizations to Gamma and would be irrelevant to the merits of the Commission's review of the instant transaction.

[9] Mr. Ergen is deemed to own beneficially all of the Class A Shares owned by his spouse, Cantey M. Ergen.

of the equity interest (assuming conversion of all shares of outstanding Class B Common Stock into Class A Common Stock) and 0.85% of the voting interest in DISH.[10]

No other person or entity is believed to own more than 10% of any class of outstanding stock in DISH.

I. Interlocking directorates (Answer to Question 12 to FCC Form 214)[11]

Gamma does not have any interlocking directorates with a foreign carrier.

J. Statement as to affiliation with foreign carriers (Answer to Questions 14 and 15 to FCC Form 214)[12]

Gamma hereby certifies that it is affiliated with Gamma Acquisition Canada ULC ("Gamma ULC"), a Nova Scotia, Canada ULC. Gamma ULC is wholly owned by Gamma Acquisition Holdings Corporation, a Colorado Corporation, which in turn is wholly owned by DISH. DISH therefore wholly owns both Gamma and Gamma ULC. Pursuant to its existing authorization, TSL DIP may offer service to Canada. After the transfer, such authority will be held by Gamma, and Gamma and Gamma ULC will be under the common control of DISH.

K. Destination markets

The destination country, Canada, is a member of the World Trade Organization.

L. Services to affiliated destination markets[13]

Gamma will not resell the international switched services of an unaffiliated U.S. carrier to a destination country in which an Applicant is a foreign carrier or is affiliated with a foreign carrier. Even were Gamma to do so, the Applicants would satisfy the requirements of Section

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[10] According to the Form 13F filed by The Goldman Sachs Group, Inc. (along with its affiliates, "Goldman") with the SEC on August 15, 2011, Goldman held in aggregate 21,821,878 Class A Shares as of June 30, 2011 (the 13F reporting date).

[11] *See* 47 C.F.R. § 63.18(h).

[12] *See id.* § 63.18(i).

[13] *See id.* § 63.18(k)-(l).

63.10(a)(3) of the Commission's rules because their only foreign carrier affiliate, Gamma ULC, is a relatively new entrant into the telecommunications market in Canada and does not hold a significant share of Canada's domestic or international telecommunications market. Thus, for the purposes of resale of international switched services of unaffiliated U.S. carriers, Gamma will meet the criteria for non-dominant classification under Section 63.10(a)(3) of the Commission's rules.

M. Non-dominant classification (Answer to Question 16 to FCC Form 214)[14]

Gamma should be authorized to serve all destination markets as a non-dominant carrier for the provision of (1) facilities-based and resale services, and (2) international MSS via the TerreStar-1 satellite because no company affiliated with an Applicant will hold a 50% or greater share of the international transport or local access markets in a destination country. Gamma's only foreign affiliate, Gamma ULC, is a relatively new entrant into the telecommunications market in Canada and does not hold a significant share of Canada's domestic or international telecommunications market. Therefore, based on the Commission's rules governing the regulatory classification of international carriers, Gamma should be authorized to serve all destination markets as a non-dominant carrier.

N. Special concessions[15]

The Applicants hereby certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route in which the foreign carrier possess market power on the foreign end of the route. The Applicants will not enter into such agreements in the future.

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[14] *See id.* § 63.18(m).

[15] *See id.* § 63.18(n).

O. Anti-Drug Abuse Act certification[16]

Each of the Applicants hereby certifies that it is not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

P. Streamlined processing (Answer to Question 20 to FCC Form 214)[17]

This Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules because, in accordance with Section 63.12(c): (i) the Applicants are not affiliated with any dominant U.S. carrier whose services Gamma may resell; (ii) Gamma is affiliated with Gamma ULC, a foreign carrier which qualifies for a presumption of nondominance under Section 63.10(a)(3) of the Commission's rules because Gamma ULC lacks a 50% market share with respect to Canada's international transport and local access markets; and (iii) none of the other scenarios outlined in Section 6.12(c) of the Commission's rules apply.

The Applicants agree not to consummate the transaction as proposed herein until the Commission approves the transfer of the authorizations requested herein.

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[16] *See id.* § 63.18(o).

[17] *See id.* § 63.18(p).